

DEC 19 1996 - 11 30 AM

BILL OF SALE

(Series 9-5)

THE BANK OF NEW YORK,
AS TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of June 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 5, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the ten (10) railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreement dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. (Rider 8) as described on Exhibit A and Exhibit B hereto, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 57th day of December, 1996.

THE BANK OF NEW YORK

By: [Signature]
Vice President

Attest:

[Signature]
Assistant Vice President

STATE OF NEW YORK
COUNTY OF NEW YORK

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On this 5TH day of December, 1996, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission Expires:

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 18, 1998

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Series 9

EXHIBIT A

1. Railroad Car Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Rider 8):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5125 cu. ft. Lo Covered Hopper Cars	TILX 5171-5180

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Series 9

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
10 Hopper Cars	Lo	5125 cu. ft.	TILX 5171-5180	07/92